

The Chairman of SuperGroup Plc invites you to attend the Annual General Meeting of the Company to be held at **the Company's Head Office, The Runnings, Cheltenham, Gloucestershire GL51 9NW on 14 September 2016 at 10.30am.**

Shareholder Reference Number

Please detach this portion before posting this Form of Instruction.

## Form of Instruction - Annual General Meeting to be held on 14 September 2016



Cast your instruction online - **it's fast, easy and secure!** Control Number: 913878

[www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy)

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

SRN:

PIN:



View the Annual Report and Notice of Annual General Meeting online: [www.supergroup.co.uk](http://www.supergroup.co.uk)

Register at [www.investorcentre.co.uk](http://www.investorcentre.co.uk) - manage your shareholding online, the easy way!

To be effective, all Forms of Instruction must be lodged with the Company's Registrars at:  
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 8 September 2016 at 10.30am.

### Explanatory Notes:

1. If you, or any other person on your behalf, wish to attend the Annual General Meeting and any adjournment thereof in person, please complete this Form of Instruction by inserting your name or the name of the relevant attendee in the space provided overleaf in order to instruct Computershare Company Nominees Limited (CCNL) to appoint you or a third party of your choice as proxy. Please note that if you or any other person on your behalf elect to be appointed as a proxy and then fail to attend and vote at the Annual General Meeting, your vote will not be counted. If you wish to attend the Annual General Meeting, but do not complete and return this Form of Instruction by 10.30am on 8 September 2016, you may be admitted as a guest at the Company's discretion but will not be able to exercise your right to vote as the beneficial owner of shares held on your behalf by CCNL.
2. If you do not wish to attend the Annual General Meeting in person but wish to submit your vote, please complete this Form of Instruction by placing "X" in the appropriate space overleaf to indicate how you wish your votes to be cast in respect of each of the resolutions. CCNL will appoint the Chairman of the Annual General Meeting as its proxy to vote on your behalf in accordance with your instructions. In the absence of voting instructions on any resolution, CCNL will appoint the Chairman of the Annual General Meeting as its proxy to vote as he sees fit in respect of that resolution. If you choose to instruct CCNL to appoint the Chairman of the Annual General Meeting to vote on your behalf and, at a later date, change your mind and wish to attend the Annual General Meeting in person, you may be admitted as a guest at the Company's discretion, but you will not be able to vote at the Annual General Meeting unless you have lodged a revised Form of Instruction instructing CCNL to appoint you as its proxy before 10.30am on 8 September 2016.
3. If you wish to appoint a proxy in relation to less than your full voting entitlement, please enter in the box next to the space for the proxy holder's name (see overleaf) the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement. If you choose to instruct CCNL to appoint the Chairman to vote on your behalf in relation to less than your full voting entitlement, you should write ONLY the number of shares in the appropriate box - you should not write a name in the box.
4. This Form of Instruction must be signed and dated by you or your attorney duly authorised in writing. In the case of a corporation, this Form of Instruction must be executed under its common seal or signed on its behalf by a duly authorised officer stating his or her capacity (e.g. director, secretary) or by an attorney. If applicable, this Form of Instruction must be accompanied by the power of attorney under which it is executed or other authority under which it is signed, or a notarially certified copy of such power.
5. The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution. In the absence of instructions, the person appointed proxy may vote or refrain from voting as he or she thinks fit on any resolution and, unless instructed otherwise, the person appointed proxy may also vote or refrain from voting as he or she thinks fit on any other business (including amendments to any resolution) which may properly come before the Annual General Meeting.
6. Any alterations made in this Form of Instruction should be initialled.

**Kindly Note:** This Form of Instruction is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised Form of Instruction is not transferable between different (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

#### All Named Holders

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## Form of Instruction

If you wish to attend and vote at the Annual General Meeting you must be appointed by Computershare as a proxy. Please indicate your intention to attend below.

If you plan to attend and vote at the Annual General Meeting and at any adjournment, please write your name in the box below. In doing so, you will be appointed by Computershare Company Nominees Limited (CCNL) as its proxy in respect of your shares and will be able to attend, vote and speak at the Annual General Meeting (see Explanatory Note 1 overleaf). You can also appoint a representative to attend the Annual General Meeting on your behalf by writing his or her name in the box. Similarly, your representative will be appointed by CCNL as its proxy in respect of your shares and will be able to attend, vote and speak at the Annual General Meeting.

If you do not wish to attend the Annual General Meeting or appoint a representative to attend on your behalf, please DO NOT complete the box below. In this case, CCNL will appoint the Chairman of the Annual General Meeting to vote on your behalf (see Explanatory Notes 2 and 3 overleaf). Please complete the Form of Instruction below by putting an X in the boxes to give effect to the following instructions:

I/we direct that my/our votes to be cast on the specified resolutions as indicated by an 'X' in the appropriate boxes (see Explanatory Note 2 overleaf).

I/We hereby instruct CCNL to appoint the Chairman of the Annual General Meeting or the person indicated in the box below to vote on my/our behalf at the Annual General Meeting of the Company to be held at the Company's Head Office, The Runnings, Cheltenham, Gloucestershire GL51 9NW on 14 September 2016 at 10.30am and at any adjourned Annual General Meeting.

If this box is left blank, it will be taken that you are appointing the Chairman as your proxy. Please only complete this box if you, or your representative, wish to attend the Annual General Meeting.

Please use a black pen. Mark with an X inside the box as shown in this example.

Ordinary Resolutions	For	Against	Vote Withheld		For	Against	Vote Withheld	
1. To receive the audited accounts of the Company for the year ended 30 April 2016 and the Directors' Report and the Auditors' Report.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		12. To re-appoint PricewaterhouseCoopers LLP as the Company's auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Remuneration Report, other than the part containing the Directors' Remuneration Policy, for the year ended 30 April 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		13. To authorise the Directors to agree the auditors' remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To declare a final dividend of 17.0 pence per ordinary share in respect of the year ended 30 April 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		14. To authorise the Company to make political donations and incur political expenditure.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Peter Bamford as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		15. To authorise the Directors to allot shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Julian Dunkerton as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<b>Special Resolutions</b>			
6. To re-elect Keith Edelman as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		16. To authorise the Directors to allot shares for cash and to disapply pre-emption rights up to a nominal value of £203,093.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Penny Hughes as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		17. To authorise the Directors to allot shares for cash and to disapply pre-emption rights up to an additional nominal value of £203,093.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Minnow Powell as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		18. To authorise the Company to make market purchases of its own shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Euan Sutherland as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		19. To authorise the Company to call a general meeting other than an annual general meeting on not less than 14 clear days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Nick Wharton as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
11. To elect Steve Sunnucks as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

I/We instruct my/our proxy as indicated on this Form of Instruction. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the Annual General Meeting.

**Signature**

**Date**

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

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